

WEIL, GOTSHAL & MANGES LLP

EXHIBIT A

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

U.S. ELECTRONICS, INC.,	CASE NO. 06 CV 7899 (RMB)
Plaintiff,	JUDGE BERMAN
v.	
DIRECTED ELECTRONICS, INC.,	
Defendant.	

**JOINT STIPULATION AND PROPOSED ORDER OF DISMISSAL WITHOUT
PREJUDICE OF ALL REMAINING CLAIMS IN THE ACTION**


Pursuant to Rule 41 of the Federal Rules of Civil Procedure, it is hereby stipulated and agreed to by and between the parties in the above-captioned action, as evidenced by the signatures of their duly authorized counsel, that all of the remaining claims asserted in this litigation be dismissed without prejudice, subject to the terms and conditions of the parties' August 31, 2007 letter agreement.

Dated: August 31, 2007

COUNSEL FOR PLAINTIFF

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COUNSEL FOR DEFENDANT


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SO ORDERED on this 6 th day of December 2007


Richard A. Berman

USDC SDNY
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